

August 30, 2018

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 99-323-C 278173
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Jocelyn Boyd
 Chief Clerk and Administrator
 Public Service Commission of South Carolina
 101 Executive Center Dr., Suite 100
 Columbia, SC 29210

Re: Network Billing Systems, LLC, Birch Communications, LLC,
 Birch Telecom of the South, LLC, and Tempo Telecom, LLC: Notice
of Intracorporate Reorganization (Without Change to Controlling Ownership)

Dear Ms. Boyd:

Network Billing Systems, LLC ("NBS"), Birch Communications, LLC ("BCL"), Birch Telecom of the South, LLC ("BTS"), and Tempo Telecom, LLC ("Tempo" and, with NBS, BCL, and BTS, the "Companies") respectfully submit this filing to notify the Public Service Commission of South Carolina ("Commission") of a *pro forma* change to their corporate ownership structure.

NBS is authorized by the Commission to operate as an intrastate telecommunications reseller.¹ BCL and BTS are each authorized to provide competitive local exchange and interexchange telecommunications services in South Carolina.² Tempo was designated by the Commission as an Eligible Telecommunications Carrier for the provision of wireless Lifeline services in 2013.³

On May 4, 2018, Fusion BCHI Acquisition LLC, a wholly-owned subsidiary of Fusion Connect, Inc. ("Fusion Connect"), merged (the "Merger") with and into Birch Communications Holdings, Inc. ("Birch Holdings"). In connection with, and as a condition to, that Merger transaction, Birch Holdings also completed an internal corporate restructuring pursuant to which some of the Birch Holdings subsidiaries were spun off to a newly formed Georgia limited liability company, Lingo Communications, LLC ("Lingo"). The Commission was notified of the Merger and associated internal corporate restructuring on November 29, 2017.⁴

Following closing of the Merger, NBS and BCL were indirect wholly-owned subsidiaries of Fusion Connect. BTS and Tempo were indirect wholly-owned subsidiaries of Lingo. The ultimate majority interests in the Companies were held by Holcombe T. Greene, Jr., the

¹ Docket No. 98-478-C (Mar. 24, 1999).

² BCL: Docket No. 1999-323-C (Nov. 15, 1999).
 BTS: Docket No. 2000-265-C (Sept. 25, 2000).

³ Docket No. 2013-239-C (Oct. 1, 2013).

⁴ *Joint Notice of BCHI Holdings, LLC, Birch Communications, Inc., Fusion Telecommunications International, Inc. and Network Billing Systems, LLC Regarding a Transaction That Will Result in a Material Change to the Ownership and Control of Network Billing Systems, LLC* (Nov. 29, 2017). See also, *Joint Application of Birch Communications, Incorporated and Birch Telecom of the South, Incorporated for Approval of Corporate Restructuring*, 2018-32-C (Mar. 21, 2018).

controlling shareholder, and R. Kirby Godsey (together the "Primary Shareholders"). At closing, the Primary Shareholders' interests in the Companies were held indirectly, through two primary holding companies, BCHI Holdings, LLC ("BCHI") and Lingo, and their respective subsidiaries. A copy of the organizational chart for the Companies, at closing of the Merger on May 4, 2018, is appended here as **Attachment 1**.

Subsequent to the closing of the Merger, the Primary Shareholders made a further change to the Companies' corporate organization, creating a new intermediary company through which to hold their interests in BCHI and Lingo. GG Telecom Investors, LLC ("GGTI") is a Georgia limited liability company with its principal office at 3060 Peachtree Road, NW, Suite 1065, Atlanta, GA 30305. The interests in GGTI are held directly by Holcombe T. Green, Jr. (66.5%) and R. Kirby Godsey (33.5%). GGTI, in turn, now directly holds 69.9% of BCHI. The other 30.1% of BCHI is held by various trusts (for which Mr. Green and Mr. Godsey serve as trustees) and by several family members of Mr. Green and Mr. Godsey. GGTI holds 100% of the interests in Lingo.⁵ For the Commission's convenience, an updated corporate organizational chart for the Companies, reflecting the addition of GGTI, is provided as **Attachment 2**.

The addition of GGTI to the ownership chain of NBS, BCL, BTS, and Tempo is an internal corporate change adopted to facilitate the strategic investment interests of the Primary Shareholders. The change to the Companies' corporate structure will have no effect upon either their ongoing management or their operations, and is entirely transparent to the customers of the Companies. The Companies understand that Commission approval is not required for this *pro forma* change to ownership and submit this notice for the Commission's information.

Please contact the below-signed counsel for the Companies with any questions regarding this notice.

Respectfully submitted,

**For: Network Billing Systems, LLC
and Birch Communications, LLC**

/s/ Winafred R. Brantl
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**For: Birch Telecom of the South, LLC,
and Tempo Telecom, LLC**

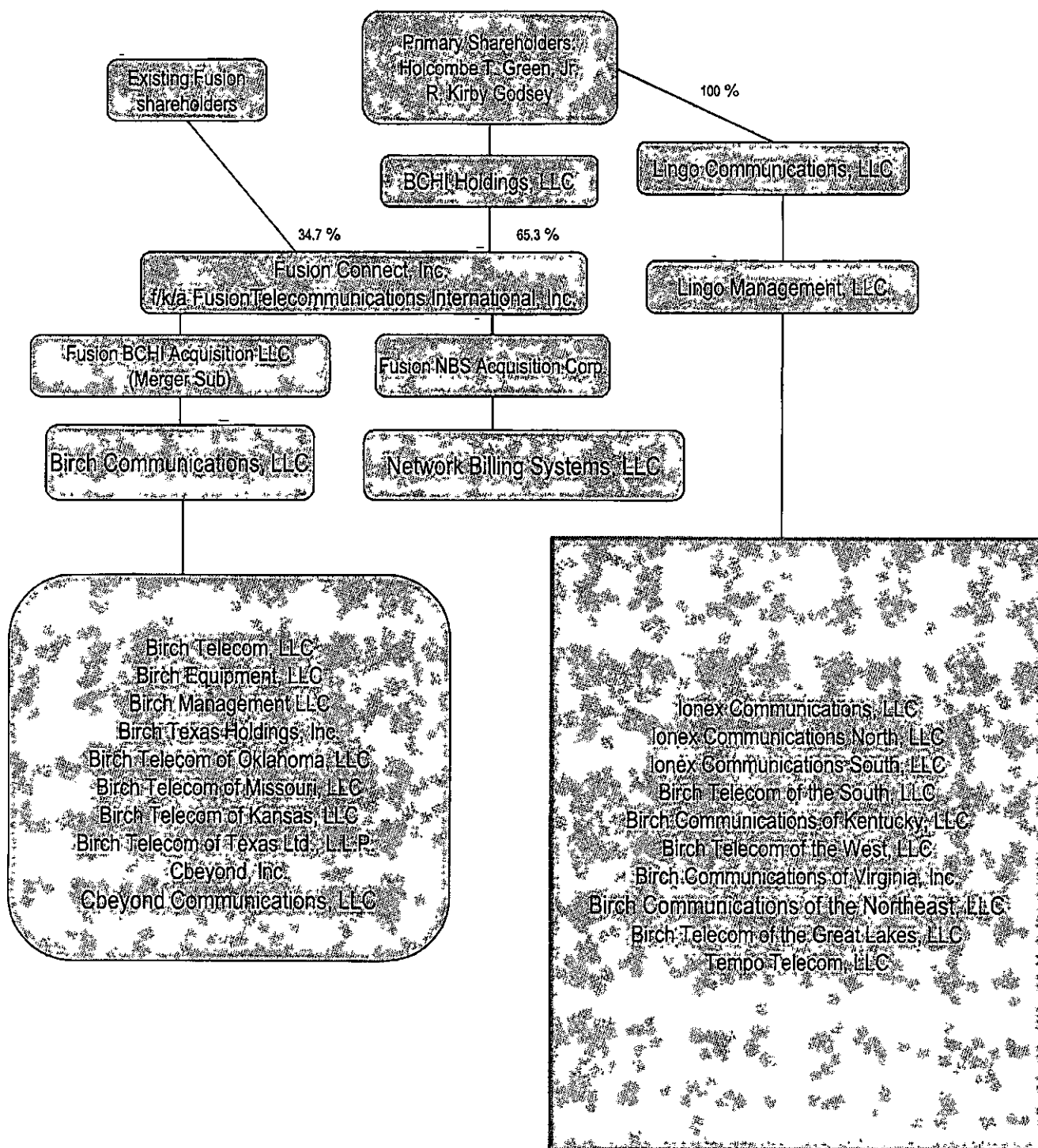
/s/ Angela F. Collins
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Attachments

⁵ In connection with the creation of GGTI, Tempo was reorganized to be held as a direct wholly-owned subsidiary of GGTI rather than an indirect subsidiary of Lingo as initially arranged following the closing of the Merger.

ATTACHMENT 1

Organizational Chart for the Fusion and Birch Companies (May 4, 2018)



The chart does not include affiliated non-US entities or all non-regulated entities.
All interests held at 100% except as noted.

ATTACHMENT 2

**The chart does not include affiliated non-US entities or all non-regulated entities.
All interests held at 100% except as noted.**